

NOV 29 '06

1-02 PM

SURFACE TRANSPORTATION BOARD

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 500  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

November 27, 2006

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

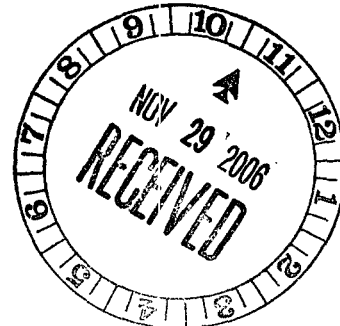
Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 13, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Owner: ATEL Leasing Corporation  
600 California Street, 6<sup>th</sup> Floor  
San Francisco, California 94108

Lessee: BNSF Railway Company  
2650 Lou Menk Drive, 1<sup>st</sup> Floor  
Fort Worth, TX 76131-2830

Lessor/Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018



A description of the railroad equipment covered by the enclosed document is one hundred sixty six (166) 4750 cu. ft. covered hopper cars with gravity gates and through hatches, having FURX, NDYX, NOKL, RUSX and UMPX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulskey  
Manager of Documentation

Enclosures

(BNSF135)

ASSGN. NO.: BNSF135

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## MEMORANDUM OF LEASE

## SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of November, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, as Lessor of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of Car listed on Exhibit A in Group 2, and BNSF Railway Company ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 83 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Car, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Car in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION  
as Lessor of Cars in Group 1, and as Manager of Car in Group 2

**ATTEST:**

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION Executed on this 16th day of November, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16th day of November, 2006.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



LESSEE:

BNSF RAILWAY COMPANY

RICHARD A. MARGL

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**AVP Carload Equipment**

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 13th day of November, 2006

[CORPORATE SEAL]

STATE OF

Texas

COUNTY OF

Tarrant

I, Loralee M Surin, a Notary Public of the County and State aforesaid,  
certify that RICHARD A. MARGL personally appeared before me this day and acknowledged his  
due execution of the foregoing Memorandum of Lease.

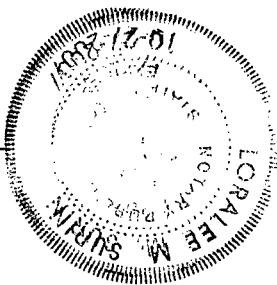
WITNESS my hand and official stamp or seal, this 13th day of November, 2006

Loralee M Surin  
Notary Public

Commission Expires:

Loralee M Surin  
(Notary Public)

10-27-2007



## EXHIBIT A TO MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred sixty-six (166)

DESCRIPTION OF CARS: 4750 cubic foot capacity covered hopper cars equipped with gravity gates and trough hatches.

CAR NUMBERS: Group 1 - First Union Rail Corporation (Lessor)

FURX	815522	FURX	828033	FURX	830647	NDYX	828426	NDYX	833178
FURX	820814	FURX	828222	FURX	830890	NDYX	828527	NDYX	833224
FURX	821637	FURX	828345	FURX	830905	NDYX	828534	NDYX	833262
FURX	821713	FURX	828362	FURX	830971	NDYX	828536	NOKL	820972
FURX	821760	FURX	828384	FURX	832105	NDYX	828614	NOKL	821005
FURX	821761	FURX	828416	FURX	833313	NDYX	828684	NOKL	821759
FURX	821804	FURX	828460	NDYX	475003	NDYX	828688	NOKL	823522
FURX	821973	FURX	828525	NDYX	475260	NDYX	828904	NOKL	824008
FURX	822019	FURX	828528	NDYX	475326	NDYX	829508	NOKL	824483
FURX	822023	FURX	828532	NDYX	820553	NDYX	830550	NOKL	824492
FURX	822210	FURX	828535	NDYX	820595	NDYX	830568	NOKL	824530
FURX	822781	FURX	828574	NDYX	820598	NDYX	830569	NOKL	826505
FURX	822786	FURX	828577	NDYX	822268	NDYX	830619	NOKL	828839
FURX	822790	FURX	828723	NDYX	822279	NDYX	830625	NOKL	830508
FURX	822818	FURX	828740	NDYX	823121	NDYX	830704	NOKL	830581
FURX	822832	FURX	828859	NDYX	823164	NDYX	830896	NOKL	830626
FURX	822842	FURX	829436	NDYX	823389	NDYX	830899	NOKL	830682
FURX	822878	FURX	829460	NDYX	823672	NDYX	830900	NOKL	830751
FURX	823161	FURX	829578	NDYX	823680	NDYX	830902	NOKL	830793
FURX	823318	FURX	829724	NDYX	823685	NDYX	830903	NOKL	830872
FURX	823348	FURX	829785	NDYX	823745	NDYX	830939	NOKL	832332
FURX	824226	FURX	829839	NDYX	823747	NDYX	831005	NOKL	832366
FURX	824304	FURX	830005	NDYX	823757	NDYX	833111	NOKL	832526
FURX	826068	FURX	830122	NDYX	823781	NDYX	833112	NOKL	832535
FURX	826856	FURX	830124	NDYX	823785	NDYX	833142	NOKL	832550
FURX	826867	FURX	830186	NDYX	823795	NDYX	833152	NOKL	832706
FURX	826940	FURX	830211	NDYX	823818	NDYX	833153	RUSX	005616
FURX	826994	FURX	830308	NDYX	823827	NDYX	833156	RUSX	005647
FURX	827040	FURX	830315	NDYX	823830	NDYX	833158	RUSX	005652
FURX	827054	FURX	830396	NDYX	828165	NDYX	833160	RUSX	800089
FURX	827071	FURX	830397	NDYX	828194	NDYX	833161	RUSX	800126
FURX	827098	FURX	830485	NDYX	828278	NDYX	833169	RUSX	800148
FURX	827432	FURX	830511	NDYX	828301	NDYX	833174	UMPX	482665

Group 2 - Atel Leasing Corporation (Owner)

NOKL 834298